

Record and Return To:

EMC MORTGAGE CORP.

P.O. BOX 141358  
IRVING, TX. 75014-1358

POWER OF ATTORNEY

Know all Men by these Presents,

BKG

335PG127

P BK102 PG 612

That BANKERS TRUST COMPANY OF CALIFORNIA, N.A., a California banking corporation, solely as Trustee under the Pooling and Servicing Agreement dated as of December 20, 1998 (the "Agreement") among BANKERS TRUST COMPANY OF CALIFORNIA, N.A., as Trustee and Paying Agent, and not individually (the "Trustee"), UCFC ACCEPTANCE CORPORATION, as Depositor, UNITED COMPANIES LENDING CORPORATION, as Initial Servicer, UCFC HOME EQUITY LOAN OWNER TRUST 1998-MS2, as Seller and EMC MORTGAGE CORPORATION, as Substitute Servicer (the "Substitute Servicer"), does hereby constitute and appoint, EMC MORTGAGE CORPORATION, Substitute Servicer, its true and lawful attorney in fact, to act in its name, place and stead as Trustee and not individually, giving and granting unto the Substitute Servicer, as attorney in fact, full power and authority to do and perform all or any of the following acts in connection with servicing, administration and management of the Home Equity Loans granted to the Trustee (solely as Trustee not individually) as security for the Bonds and serviced by the Substitute Servicer:

- (1) To execute and deliver any and all instruments of satisfaction or cancellation or of partial or full release or discharge and all other comparable instruments with respect to the Home Equity Loans and with respect to the Properties,
- (2) To institute foreclosure proceedings or obtain a deed in lieu of foreclosure so as to effect ownership of any Property in its own name on behalf of the Trustee,
- (3) To hold title in its own name on behalf of the Trustee to any Property upon such foreclosure or deed in lieu of foreclosure on behalf of the Trustee,

as fully to all intents and purposes as the Trustee might or could do if personally present, hereby ratifying and confirming all that the Substitute Servicer as said attorney in fact shall lawfully do or cause to be done by virtue hereof.

Capitalized terms used herein shall have the meaning given to them in the Agreement.

This Power of Attorney is effective as of the date hereof and shall continue in full force and effect until the earliest of any of the following events, unless sooner revoked in writing by the Trustee:

- (1) The termination of EMC Mortgage Corporation as Substitute Servicer under the Agreement;  
or
- (2) The transfer by EMC Mortgage Corporation of its Substitute servicing obligations under the Agreement to another Servicer.

Nothing herein shall be deemed to amend or modify the Agreement or the respective rights, duties and obligations of the Trustee or the Substitute Servicer thereunder, and nothing herein shall constitute a waiver of any rights or remedies thereunder.

EMC  
IMAGED

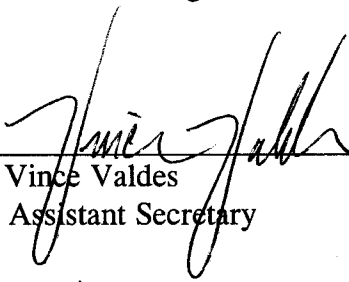
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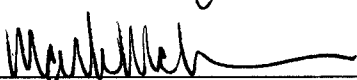
This Power of Attorney is for the limited purposes and actions set forth above, and nothing herein shall be deemed to make the Substitute Servicer the Trustee or shall constitute a transfer of the office of Trustee or administration or shall constitute a delegation of Trustee's fiduciary duties.

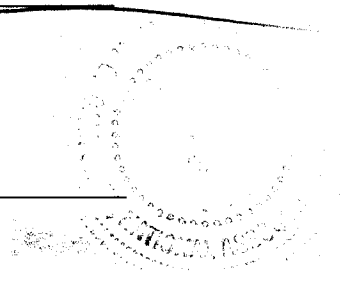
IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 1st day of September, 1999.

BANKERS TRUST COMPANY OF CALIFORNIA, N.A.  
as Trustee under the Agreement and not individually

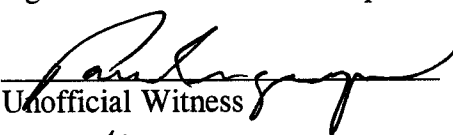
[Corporate Seal]

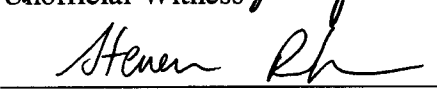
By:   
Name: Vince Valdes  
Title: Assistant Secretary

Attest: 



Signed and delivered in the presence of:

  
Unofficial Witness

  
Unofficial Witness

P BK102 PG614

State of California )  
 )  
 County of Orange )

On the 1st day of September, 1999 before me a notary public in and for said county and state personally appeared Vince Valdes (name), Assistant Secretary (title) and Mark M. McNeill (name), Assistant Secretary (title) of Bankers Trust Company of California, N.A., Trustee and acknowledged the signing of the foregoing instrument to be his/her free act and deed and the free act and deed of said Corporation by him/her as such officer. The above witnesses also acknowledged before me that this instrument was executed in their presence.

Tiffany L. Campbell  
 Notary Public

My Commission Expires: 5/22/2002

[Notary Seal]



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EMC Mtg Corp

P.O. Box 141358

Irving, TX 75014-1358

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FILED

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1999 OCT -1 AM 11:30

CHARLIE LYBRAND  
REGISTER  
CHARLESTON COUNTY SC

15

*[Handwritten signature]*

# Delaware

PAGE 1

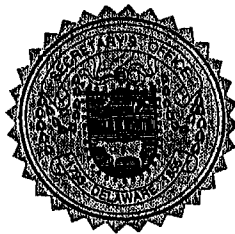
*The First State*

P BK102 PG615

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMC MORTGAGE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF FEBRUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



2242339 8300

040117199

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2938704

DATE: 02-19-04

EMC MORTGAGE CORPORATION  
Certificate of Secretary

I, the Assistant Secretary, a duly elected, qualified and incumbent Assistant Secretary of EMC Mortgage Corporation, a Delaware corporation (the "Corporation"), do hereby certify that pursuant to a Unanimous Written Consent in Lieu of a Meeting of the Board of Directors, dated February 12, 1997, the Board of Directors adopted the following resolution:

"RESOLVED, that any Executive Vice President, Senior Vice President, Vice President or Assistant Vice President of the Corporation is authorized, empowered and directed to execute and deliver in the name of and on behalf of the Corporation any and all agreements, certificates, instruments or documents of any kind whatsoever purporting to represent or bind the Corporation as may from time to time be necessary or appropriate in connection with transactions involving individual mortgage loans, whether such mortgage loans be then owned by the Corporation or are being serviced by the Corporation on behalf of others, such authority to include, but not be limited to, the modification of the terms of individual mortgage loans, the entry into workout or forbearance agreements in connection with individual mortgage loans, taking all actions necessary or appropriate in relation to mortgage loans whose borrowers are in bankruptcy, the release of property from the lien of individual mortgage loans, the acceptance of proceeds of condemnation of the property relating to individual mortgage loans, the filing or compromise of insurance claims relating to individual mortgage loans, the acceptance of deeds in lieu of foreclosure with respect to individual mortgage loans, foreclosure or other comparable realization upon individual mortgage loans, the management, rental and sale of individual properties obtained by foreclosure, deed-in-lieu-of-foreclosure or other conversion of mortgage loans, the execution of deeds and other instruments incidental to the sale of such properties, and all other matters incidental or customary in respect of the servicing of individual mortgage loans."

I do also certify that Susan F.Christy, Chris M.Alcedo, Linda E.Hicks, Jennifer Sells and Jason Pinson are duly elected Vice Presidents and J.R. Babino and Jeffrey W.Gideon are duly elected Assistant Vice Presidents of the Corporation, presently serving as of the date of this Certificate.

I do further certify that as Assistant Secretary as aforesaid, I have custody of the records of meetings of the Board of Directors of the Corporation, and that the aforesaid resolution is a true and correct copy of the resolution adopted on February 12, 1997, and that such resolution has not been modified, rescinded or revoked and is at present in full force and effect.

IN WITNESS WHEREOF, the undersigned has affixed her signature and the corporate seal of the Corporation this 1<sup>st</sup> day of March, 2004.

Carolyn H. Walker  
Carolyn H. Walker, Assistant Secretary

Ann Lucke  
Ann Lucke, Assistant Secretary  
  
Ann Lucke  
Assistant Secretary

Sally Walker  
Sally Walker, Assistant Secretary  
  
Rhonda Anderson  
Rhonda Anderson, Assistant Secretary  
  
Mark Blanton  
Mark Blanton, Assistant Secretary

[Corporate Seal]



STATE MS.-DESOTO CO.

APR 8 10 02 AM '04

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W.E. DAVIS CH. CLK.